

HELM
FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

VIA AIR COURIER

June 19, 1991

RECORDATION NO. 16797 E
FILED ICC

JUN 24 1991 - 10:00 AM

INTERSTATE COMMERCE COMMISSION

Ms. Mildred Lee
Recordations Unit
Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Washington, D.C. 20423

Dear Ms. Lee:

Enclosed is an Amendment 3 to Addendum dated October 3, 1990 to Locomotive Lease Agreement dated March 12, 1990.

Please file this supplement as ICC Recordation 16797-D. The filing fee of \$15 is enclosed. Thank you.

Sincerely,

Karen Rahnasto

Karen Rahnasto
Fleet Operations Administrator

Enclosures

KR:po

AMENDMENT 3
TO
ADDENDUM
DATED OCTOBER 3, 1990
TO

THE LOCOMOTIVE LEASE AGREEMENT
DATED MARCH 12, 1990

16797-E
JUN 24 1991 10 40 AM
INTERSTATE COMMERCE COMMISSION

The following is an Amendment to the Addendum as amended to the Locomotive Lease Agreement ("Lease") dated March 12, 1990, and amended by that certain Lease Amendment I dated October 1, 1990 between Helm Financial Corporation, as ("Lessor") and Dakota, Minnesota and Eastern Railroad as ("Lessee").

The parties wish to amend the Addendum to reflect the following changes to be effective May 31, 1991:

Annex A attached hereto shall be substituted for the Annex A attached to the Addendum and, from and after May 31, 1991 whenever reference is made to Annex A in the Addendum on any amendment thereto such references shall be deemed to refer to the Annex A attached hereto.

In Witness Whereof, the Lessor and the Lessee each pursuant to due authority have caused these presents to be signed in their respective names.

HELM FINANCIAL CORPORATION

DAKOTA, MINNESOTA AND EASTERN
RAILROAD CORPORATION

By: 

By: 

Title: President

Title: Vice President Transportation

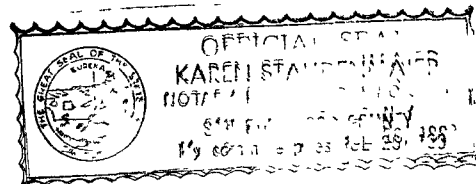
STATE OF CALIFORNIA)
) §
COUNTY OF SAN FRANCISCO)

On this 18th day of June, 1991, before me personally appeared Richard C. Kurchan to me personally known, who, being by me duly sworn, says that he is President of HELM FINANCIAL CORPORATION, that said instrument was signed and sealed on behalf of said corporation and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Karen Staudenmaier
Notary Public

My Commission Expires: July 26, 1993

[Notarial Seal]



STATE OF SOUTH DAKOTA)
) §
COUNTY OF BROOKINGS)

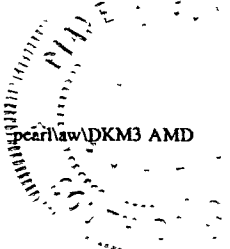
On this 14th day of June, 1991, before me personally appeared Robert F. Irwin, to me personally known, who, being by me duly sworn, says that he is VP Transportation of Dakota, Minnesota & Eastern RR, that said instrument was signed and sealed on behalf of said corporation and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Diane A. Buehre
Notary Public

DIANE A. BUEHRE, Notary Public
My Commission Expires August 27, 1998

My Commission Expires: _____

[Notarial Seal]



ANNEX A

Locomotive(s) Description: General Motors (Electro Motive Division) (1) SD40 and (3) SD40-2's, 3000 horsepower, diesel electric locomotives, (1) SD40 is non-dynamic braked and (3) SD40-2's are equipped with dynamic braking.

Locomotive Numbers =====	Daily Rental Rate Per Locomotive =====	Status =====	Expiration =====	Casualty Value Per Locomotive =====
ASAB 506	[REDACTED]	Off Rent		[REDACTED]
HL 6385	[REDACTED]	Off Rent		[REDACTED]
HL 6388	[REDACTED]	On Rent	7 day prior notice	[REDACTED]
HL 8507	[REDACTED]	On Rent	7 day prior notice	[REDACTED]